



CORPORATION SERVICE COMPANY

RECORDATION NO. 20980-E FILED

FEB 20 '07

3-23 PM

SURFACE TRANSPORTATION BOARD

February 13, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 755056/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 02/21/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

BNSF Railway Company fka The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive, 1st Floor
Fort Worth, TX 76131

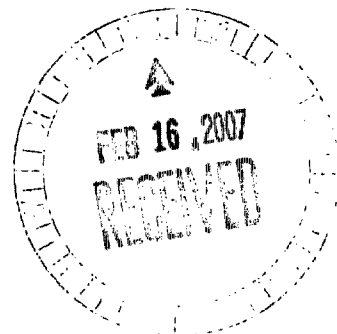
Lessor:

The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7th day of December, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY f/k/a THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1st Floor, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 31, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease filed with the Surface Transportation Board ("STB") on November 12, 1997 as recordation number 20980.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Szplich
Name: Catherine Szplich
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl
Name: RICHARD A. MARGL
Title: AVP Carload Equipment

Schedule A

Number of Cars

Equipment Description

110 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15104	53	CEFX	152190	105	GRPX	944127
2	CEFX	15119	54	CEFX	152192	106	GRPX	944176
3	CEFX	15134	55	CEFX	152193	107	GRPX	944426
4	CEFX	15149	56	CEFX	152195	108	GRPX	944446
5	CEFX	15152	57	CEFX	152196	109	GRPX	944455
6	CEFX	15156	58	CEFX	152197	110	GRPX	944485
7	CEFX	15159	59	CEFX	152200			
8	CEFX	15192	60	CEFX	152201			
9	CEFX	15223	61	CEFX	152231			
10	CEFX	15239	62	CEFX	152232			
11	CEFX	15261	63	CEFX	152235			
12	CEFX	15269	64	CEFX	152237			
13	CEFX	15292	65	CEFX	152242			
14	CEFX	15293	66	CEFX	152243			
15	CEFX	15299	67	CEFX	152298			
16	CEFX	15302	68	CEFX	152311			
17	CEFX	15311	69	CEFX	152314			
18	CEFX	15318	70	CEFX	152317			
19	CEFX	15320	71	CEFX	152328			
20	CEFX	15339	72	CEFX	152329			
21	CEFX	15373	73	CEFX	152344			
22	CEFX	15391	74	CEFX	152347			
23	CEFX	15407	75	CEFX	152350			
24	CEFX	17284	76	CEFX	152355			
25	CEFX	151388	77	CEFX	152357			
26	CEFX	151428	78	CEFX	152358			
27	CEFX	151429	79	CEFX	152363			
28	CEFX	151434	80	CEFX	152364			
29	CEFX	151436	81	CEFX	152365			
30	CEFX	151437	82	CEFX	152368			
31	CEFX	151439	83	CEFX	152369			
32	CEFX	151440	84	CEFX	152370			
33	CEFX	151441	85	CEFX	152375			
34	CEFX	151444	86	CEFX	152378			
35	CEFX	151446	87	CEFX	152382			
36	CEFX	151763	88	CEFX	152383			
37	CEFX	151771	89	CEFX	152387			
38	CEFX	151772	90	CEFX	152389			
39	CEFX	151789	91	CEFX	152430			
40	CEFX	151799	92	CEFX	152493			
41	CEFX	151806	93	CEFX	152494			
42	CEFX	151833	94	CEFX	152496			
43	CEFX	151839	95	CEFX	152505			
44	CEFX	151844	96	CEFX	152530			
45	CEFX	151864	97	CEFX	152537			
46	CEFX	151893	98	CEFX	152539			
47	CEFX	151980	99	CEFX	152710			
48	CEFX	152000	100	GACX	4178			
49	CEFX	152185	101	GACX	4206			
50	CEFX	152186	102	GRPX	944018			
51	CEFX	152187	103	GRPX	944021			
52	CEFX	152188	104	GRPX	944080			